

First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018-4211
847 318-7575
Fax 847 318-7588

RECORDATION NO. 22263 FILED

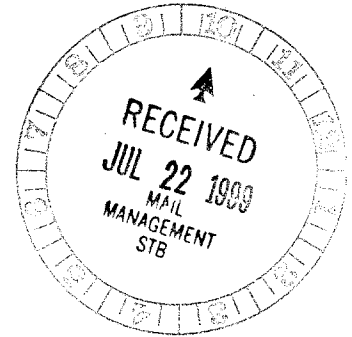
JUL 23 1999

10-00 AM

VIA FEDERAL EXPRESS



July 21, 1999



Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated May 6, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Hampton Lumber Sales, Inc.
9400 SW Barnes Road
Portland, OR 97225-6698

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Tiffany Chase
Manager of Documentation

Enclosures

(HPLS019)

RECORDATION NO. 22263 FILED A

JUN 23 1999

10-00AM

EXHIBIT A
to
RIDER NO. 5

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 6th day of May, 1999, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Hampton Lumber Sales Inc. ("Lessee"), an Oregon corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of April 2, 1997 whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 5 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of February 1, 1999 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: K.A. DombrowskiName: K.A. DOMBROWSKITitle: DIRECTOR OF DOCUMENTATIONBy: Richard E. Seymour
Name: RICHARD E. SEYMOUR
Title: Vice President Sales & MarketingExecuted on this 6th day of May, 1999.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 6th day of May, 1999.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2000
(Notary Public)



LESSEE: HAMPTON LUMBER SALES, INC.

ATTEST:

By: _____
Name: _____
Title: _____

By: Michael Phillips
Name: M. Phillips
Title: President

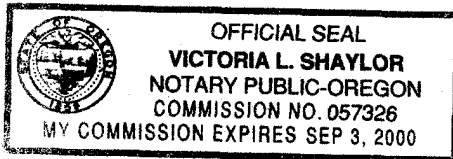
Executed on this 5th day of May, 1999.

[CORPORATE SEAL]

STATE OF Oregon
COUNTY OF Washington

I, Victoria L. Shaylor, a Notary Public of the County and State
aforesaid, certify that Michael Phillips personally appeared before me this day and
acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 5th day of May,
1999.



Victoria L. Shaylor
Notary Public

My Commission Expires:

9/03/2000
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

Twenty-eight (28) 73' 100-ton capacity centerbeam flat cars, numbers below:

CAR INITIAL	CAR NUMBER
HLSC	002567
HLSC	002566
HLSC	002562
HLSC	002558
HLSC	002551
HLSC	002549
HLSC	002568
HLSC	002565
HLSC	002564
HLSC	002563
HLSC	002561
HLSC	002560
HLSC	002557
HLSC	002556
HLSC	002555
HLSC	002554
HLSC	002553
HLSC	002552
HLSC	002550
HLSC	002548
HLSC	002547
HLSC	002546
HLSC	002545
HLSC	002544
HLSC	002543
HLSC	002542
HLSC	002541
HLSC	002540
COUNT	28